

United States

5 SOLE VOTING POWER
1,080,000 Shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
1,080,000 Shares

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,080,000 Shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
13.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(A). NAME OF ISSUER:
Arpeggio Acquisition Corporation

ITEM 1(B.) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
10 East 53rd Street, 36th Floor, New York, New York 10022

ITEM 2(A). NAME OF PERSONS FILING:
Eric S. Rosenfeld ("Rosenfeld")

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
10 East 53rd Street, 36th Floor, New York, New York 10022

ITEM 2(C). CITIZENSHIP:
Rosenfeld is a United States citizen

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

None.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

None.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

None.

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

None.

ITEM 10. CERTIFICATIONS.

None.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2005

/s/ Eric S. Rosenfeld

Name: Eric S. Rosenfeld
Title: Chairman, CEO and President